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**QUARTERLY STATEMENT  
OF THE  
Windsor Health Plan, Inc.**

**of  
Brentwood  
in the state of  
Tennessee**

**TO THE  
Insurance Department  
OF THE STATE OF  
Tennessee**

**FOR THE QUARTER ENDED  
March 31, 2007**

**2007**

HEALTH

**2007**

QUARTERLY STATEMENT

AS OF March 31, 2007

OF THE CONDITION AND AFFAIRS OF THE

Windsor Health Plan, Inc.

NAIC Group Code	1268 (Current Period)	1268 (Prior Period)	NAIC Company Code	95792	Employer's ID Number	62-1531881
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	05/14/1993		Commenced Business	01/01/1994		
Statutory Home Office	7100 Commerce Way, Suite 285 (Street and Number)		Brentwood, TN 37027 (City, or Town, State and Zip Code)			
Main Administrative Office			7100 Commerce Way, Suite285 (Street and Number)			
	Brentwood, TN 37027 (City or Town, State and Zip Code)				(615)782-7800 (Area Code) (Telephone Number)	
Mail Address	7100 Commerce Way, Suite 285 (Street and Number or P.O. Box)		Brentwood, TN 37027 (City, or Town, State and Zip Code)			
Primary Location of Books and Records			7100 Commerce Way, Suite 285 (Street and Number)			
	Brentwood, TN 37027 (City, or Town, State and Zip Code)				(615)782-7914 (Area Code) (Telephone Number)	
Internet Website Address						
Statutory Statement Contact	Jennifer Giannotti (Name)		(615)782-7914 (Area Code)(Telephone Number)(Extension)			
	jgiannotti@windsorhealthgroup.com (E-Mail Address)		(615)782-7826 (Fax Number)			
Policyowner Relations Contact						

OFFICERS

Name	Title
Michael Bailey	President
Willis Jones	Secretary
	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Philip Hertik

Michael Bailey

Willis Jones

State of

Tennessee

County of

Williamson

ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

<div><div><div></div><div>Michael Bailey</div><div>(Signature)</div><div>Michael Bailey</div><div>(Printed Name)</div><div>1.</div><div>President</div><div>(Title)</div></div></div>	<div><div><div></div><div>Willis Jones</div><div>(Signature)</div><div>Willis Jones</div><div>(Printed Name)</div><div>2.</div><div>Secretary</div><div>(Title)</div></div></div>	<div><div><div></div><div></div><div>(Signature)</div><div></div><div>(Printed Name)</div><div>3.</div><div>Treasurer</div><div>(Title)</div></div></div>
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Subscribed and sworn to before me this

15th

day of

May

, 2007

Linda S. Marshall

(Notary Public Signature)

MY COMMISSION EXPIRES:

January 26, 2008

NOTARY PUBLIC

AT LARGE

DAVIDSON COUNTY, TN

- a. Is this an original filing?
- b. If no,
1. State the amendment number

2. Date filed

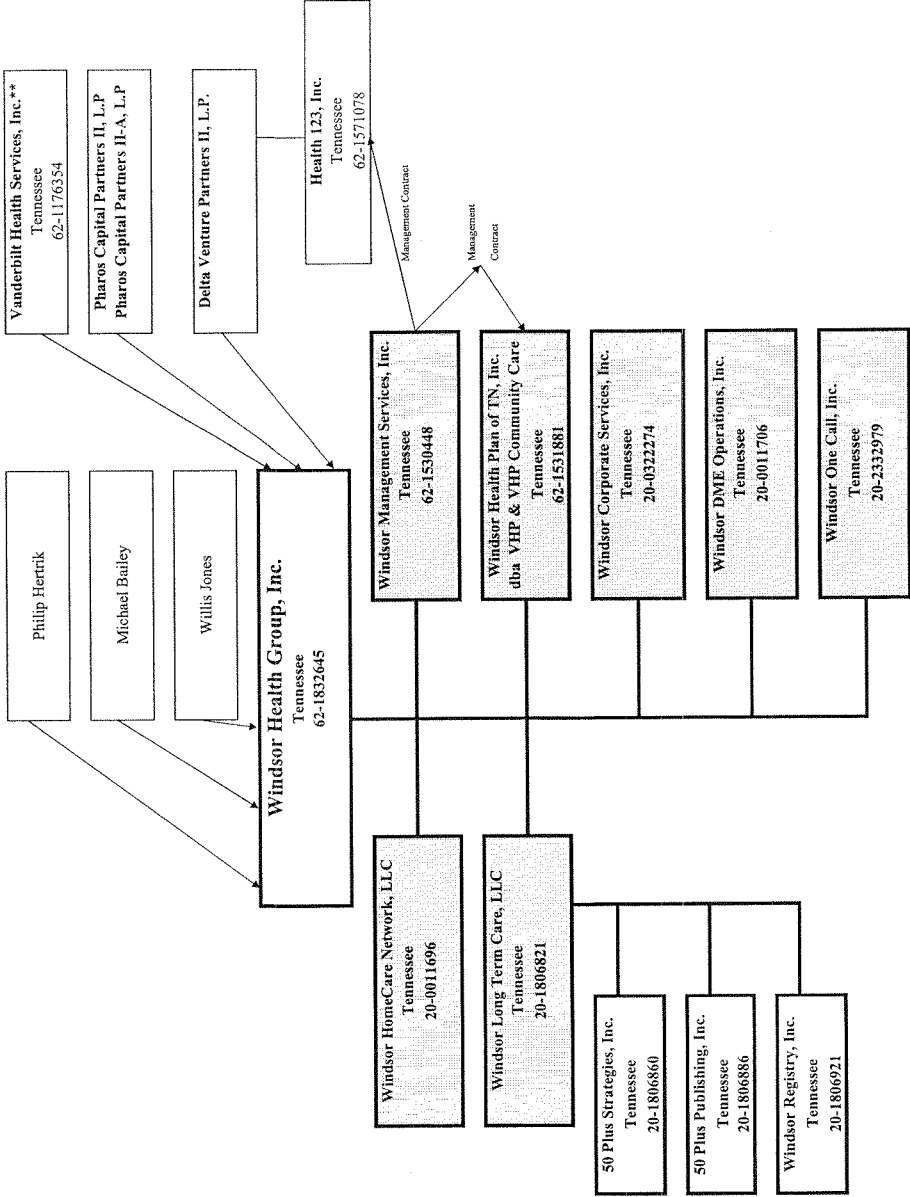
3. Number of pages attached

Yes[X] No[ ]

5-29-07

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SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER  
MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



\*\*Vanderbilt Health Services, Inc. is a subsidiary of Vanderbilt University

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

	1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999	Total individuals	373,054					373,054
Group Subscribers:							
0299997	Subtotal - Group Subscribers:						
0299998	Premium due and unpaid not individually listed						
0299999	Total group						
0399999	Premiums due and unpaid from Medicare entities	1,241,877					1,241,877
0499999	Premiums due and unpaid from Medicaid entities						
0599999	Accident and health premiums due and unpaid (Page 2, Line 13)	1,614,931					1,614,931

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Pharmaceutical Rebate Receivables						
ProCare PBM	60,000	60,000	60,000	326,040		506,040
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	60,000	60,000	60,000	326,040		506,040
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	60,000					60,000
0699999 Subtotal - Other Receivables	60,000					60,000
0799999 Gross health care receivables	120,000	60,000	60,000	326,040		566,040

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	7 Current	8 Non-Current
	<div>NONE</div>						
0399999 Total gross amounts receivable .....	.....	.....	.....	.....	.....	.....	.....

## Windsor Health Plan of TN, Inc.

## Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES &amp; EXPENSES

		Current Year	Prior Year Year
	MEMBER MONTHS	139,333	565,795
	<b>REVENUES:</b>		
1.	TennCare Capitation*	24,663,517	104,050,403
2.	Investment	65,859	261,041
3.	Other Revenue (Provide Detail)	-	-
4.	<b>TOTAL REVENUES (Lines 1 to 3)</b>	<b>24,729,376</b>	<b>104,311,444</b>
	<b>EXPENSES:</b>		
	Medical and Hospital Services		
5.	Capitated Physician Services	-	71
6.	Fee-for-Service Physician Services	1,706,975	22,654,916
7.	Inpatient Hospital Services	2,562,469	38,874,442
8.	Outpatient Services	2,387,622	26,407,913
9.	Emergency Room Services	-	-
10.	Mental Health Services	-	-
11.	Dental Services	700	40,002
12.	Vision Services	29,002	403,945
13.	Pharmacy Services	-	(459)
14.	Home Health Services	-	-
15.	Chiropractic Services	Not available	Not available
16.	Radiology Services	Not available	Not available
17.	Laboratory Services	-	-
18.	Durable Medical Equipment Services	Not available	Not available
19.	Transportation Services	123,098	2,106,110
20.	Outside Referrals	-	-
21.	Medical Incentive Pool and Withhold Adjustments	-	-
22.	Occupancy, Depreciation, and Amortization	-	-
23.	Other Medical and Hospital Services (Provide Detail)	(1,705,076)	2,422,130
24.	Subtotal (Lines 5 to 23)	5,104,790	92,909,069
25.	Reinsurance Expenses Net of Recoveries	-	-
	<b>LESS:</b>		
26.	Copayments	Not available	Not available
27.	Subrogation	Not available	Not available
28.	Coordination of Benefits	Not available	Not available
29.	Subtotal (Lines 26 to 28)	-	-
30.	<b>TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)</b>	<b>5,104,790</b>	<b>92,909,069</b>
	<b>Administraton:</b>		
31.	Compensation	1,476,947	3,805,432
32.	Marketing	-	-
33.	Interest Expense	-	-
34.	Premium Tax Expense	493,270	2,081,008
35.	Occupancy, Depreciation, and Amortization	17,975	73,782
36.	Other Administrative (Provide Detail)	1,222,661	864,595
37.	<b>TOTAL ADMINISTRATION (Lines 31 to 36)</b>	<b>3,210,854</b>	<b>6,824,817</b>
38.	<b>TOTAL EXPENSES (Lines 30 and 37)</b>	<b>8,315,644</b>	<b>99,733,886</b>
39.	<b>NET INCOME (LOSS) (Line 4 less Line 38)</b>	<b>16,413,732</b>	<b>4,577,557</b>
23.	Detail of Other Medical and Hospital:		
	Ancillary Claims (includes DME, lab, rad, chiro, MH/SA, etc.)	41,974	2,918,740
	IBNR Adjustment	-	-
	Global Capitation	(1,747,051)	(694,438)
	<b>Total Other Medical and Hospital</b>	<b>(1,705,076)</b>	<b>2,224,302</b>
36.	Detail of Other Administrative:		
	Management Fees Paid to THG Management Services	-	-
	Other Taxes and License Fees	-	640
	Consulting, Accounting, Legal Expense	14,250	56,700
	Bank Service Charges	-	-
	Pharmacy Administrative Expense	-	-
	Insurance Expense	-	-
	Physician Advisory Committee/ Med Dir Services	-	-
	Other Misc. Expenses	1,208,411	3,113,535
	<b>Total Other Administrative</b>	<b>1,222,661</b>	<b>3,170,875</b>

\*TennCare capitation is based on premium rates received from the Bureau of TennCare in 2002. These rates have not been adjusted in subsequent years and therefore do not reflect what true premium revenue would be in the current year. As a result, the net loss shown above is not an accurate reflection of WHP's financial results in a risk environment.